

AUG 12 '08

12-01 PM

SURFACE TRANSPORTATION BOARD



August 12, 2008

Ms. Anne K. Quinlan, Esq.  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated July 24, 2008 between the following parties.

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 24, 2008 related to twenty (20) railcars bearing reporting marks: JTSX 1000-1037, sporadic and JTSX 460096.

Please file this as a secondary document under Recordation Number 27545-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27545. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard  
Documentation Coordinator

Enclosures

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

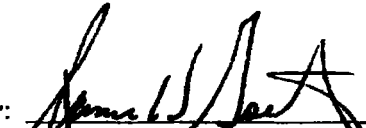
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 24, 2008 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 13, 2008 for twenty (20) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of July 24, 2008.


**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

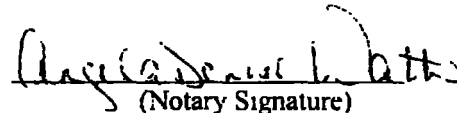
Name: Peter J. Nuss

Title: Sr. Contract Admin

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 24<sup>th</sup> day of July, 2008, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24<sup>th</sup> day of July, 2008.

  
(Notary Signature)

My commission has no expiration.

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C

STATE OF MINNESOTA                    )  
  ) SS:  
COUNTY OF Hennepin                )

On this 24 day of July, 2008, before me the subscriber,  
Michael Alex Underwood, a Notary Public, duly commissioned, qualified and acting, within  
and for said County and State, appeared in person the within named  
Peter J. Naas, to me personally known, who stated and acknowledged that  
he/she is the Senior General Administrator of Wells Fargo Equipment Finance, Inc., a  
Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of  
said corporation in his/her capacity as such officer to execute and acknowledge this document for  
and in the name and on behalf of said corporation and further stated and acknowledged that  
he/she has so signed, executed and delivered this document as the free and voluntary act and deed  
of said corporation, for the consideration, uses and purposes therein mentioned and set forth and  
desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24 day of  
July, 2008.

  
(Notary Signature)

My commission expires:  
1/31/2013



**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Twenty (20) railcars bearing reporting marks:

JTSX 1000  
JTSX 1001  
JTSX 1002  
JTSX 1004  
JTSX 1005  
JTSX 1008  
JTSX 1011  
JTSX 1014  
JTSX 1017  
JTSX 1022  
JTSX 1023  
JTSX 1024  
JTSX 1025  
JTSX 1028  
JTSX 1029  
JTSX 1030  
JTSX 1031  
JTSX 1033  
JTSX 1037  
JTSX 460096

**LEASE:** Dated June 13, 2008 by and between The David J. Joseph Company and Atlantic Recycling Group, LLC